

The Depository Trust Company

IMPORTANT

B#: 1744

DATE: April 05, 2001

TO: All participants

CATEGORY: Dividends

FROM: Mario Zaccardi, Supervisor, Dividend Department

ATTENTION: Operations, Reorg & Dividend Managers, Partners & Cashiers

SUBJECT: TaxRelief - Country: Switzerland
Roche Holding Ltd. CUSIP: 771195104
Record Date: 04/05/01 Payable Date: 05/07/01
EDS Cut-Off Date: 04/10/01

DTC has been notified by J P Morgan, the depository bank for the above issue, that Roche Holding Ltd. has declared a cash dividend. This cash dividend is subject to Swiss withholding tax of **15%** (favorable) for qualified U.S. individuals, **15%** (favorable) for qualified U.S. Corporations, **15%** (favorable) for qualified U.S. other entities, and **0%** (tax exempt) for qualified U.S. pensions. All others are subject to Swiss withholding tax of **35%** (unfavorable).

Participants can use DTC's Elective Dividends System (EDS) function under **Foreign Securities** over the Participant Terminal System (PTS) to certify all or a portion of their position entitled to the applicable tax rates.

Note: THE DEADLINE FOR CERTIFYING OVER EDS IS APRIL 10, 2001.

-Over-

B#

1744

By certifying for the applicable favorable rate, the Participant is certifying that the criteria listed below have been met

FAVORABLE 15%

The beneficial owner of the shares to be paid at the favorable rate is **not** engaged in a trade or business in Switzerland through a permanent establishment situated in Switzerland;

1. If an INDIVIDUAL:

Is a resident of the United States and is **not** a citizen of Switzerland (or, if a citizen of Switzerland, is also a citizen of the United States);

2. If a CORPORATION:

Is a corporation created or organized under the laws of the United States or a state or territory thereof.

3. If ANOTHER ENTITY:

Is an entity other than an individual, corporation or pension plan created or organized under the laws of the United States or a state or territory thereof.

PARTICIPANTS MUST ENSURE THEY SELECT THE APPROPRIATE FAVORABLE RATE CATEGORY FROM THE ABOVE OPTIONS.

EXEMPT 0%

4. If a PENSION PLAN:

Is a pension plan exempt in the United States and at least fifty percent (50%) of the beneficial owners of the pension plan must be residents of the United States. Types of pension plans entitled are company sponsored, governmental sponsored, 401k-s, and profit sharing plans.

UNFAVORABLE 35%

5. UNQUALIFIED:

If participants do not qualify for the favorable rate or the tax exempt rate, they will receive the dividend with **35%** withheld.

If participants do not certify through EDS for the favorable rate or tax exempt rate, they will receive the dividend with 35% withheld.

-over-

ADR holders making incorrect declarations will be responsible for claiming or refunding any withholding tax through Morgan ADR to the Swiss Tax Authorities; Participants will also be liable for any foreign exchange fluctuations impacting the amount of their refund or claim with the Swiss Tax Authorities.

For non-US beneficial owners, contact Morgan ADR, 90 Broad Street, New York NY 10004, Attn: Brett Lewis, for tax forms and/or treaty rates.

For DTC participants who filed incorrectly via the DTC EDS process and wish to amend their filing, please call Morgan ADR, at 800-929-5484. Late filings are subject to a minimum service charge of \$25.00 withheld by the ADR Depository. A schedule of the applicable service charge is available upon request.

Questions may be directed to Mr. Brett Lewis, Globe Tax Services at (800) 929-5484.

Eligibility rules and all other legal conditions with respect to the use of EDS are contained in DTC's **TAXINFO** (TAXI) function over the Participant Terminal System (PTS).

Participants who fail to meet the EDS deadline or have other beneficial holders that are not eligible for the EDS process for whom they wish to file a reclaim may use DTC's **TaxReclaim**sm form preparation service, available by using the Tax Reclaim System (TAXR) function over PTS. **TaxReclaim**sm is DTC's proprietary withholding tax form preparation service that calculates reclaim entitlements and prepares the standard tax reclamation form for filing with the foreign taxing authorities or other designated agent. To enroll in **TaxReclaim**sm, please contact your Relationship Manager.

Questions regarding this Important Notice may be directed to Ms. Beverly Ifill of DTC's Dividend Department, or myself at (212) 855- 4526/4540 respectively.